EL PASO CORP/DE
Form S-1/A
October 21, 2005

Table of Contents

As filed with the Securities and Exchange Commission on October 20, 2005

Registration No. 333-127797

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 1
to
Form S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

EL PASO CORPORATION
(Exact Name of Registrant As Specified In its Charter)

Delaware	**4922**	**76-0568816**
(State or Other Jurisdiction of Incorporation or Organization)	*(Primary Standard Industrial Classification Code Number)*	*(I.R.S. Employer Identification Number)*

El Paso Building
1001 Louisiana Street
Houston, Texas 77002
(713) 420-2600
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant s Principal Executive Offices)

Robert W. Baker, Esq.
El Paso Building
1001 Louisiana Street
Houston, Texas 77002
(713) 420-2600
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copies To:

Andrews Kurth LLP
600 Travis, Suite 4200
Houston, Texas 77002
Attention: G. Michael O Leary, Esq.
(713) 220-4200

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement, as determined in light of market conditions and other factors.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. þ

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. o

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents

We will amend and complete the information in this prospectus. The selling security holders may not sell these securities or accept your offer to buy them until the documentation filed with the SEC relating to these securities has been declared effective by the SEC. This prospectus is not an offer to sell these securities or our solicitation of your offer to buy these securities in any jurisdiction where that would not be permitted or legal.

SUBJECT TO COMPLETION OCTOBER 20, 2005

El Paso Corporation

750,000 Shares of 4.99% Convertible Perpetual Preferred Stock

(liquidation preference $1,000 per share)

57,581,550 Shares of Common Stock

issuable upon conversion of the Preferred Stock

This prospectus relates to the offer and resale, from time to time, of up to 750,000 shares of 4.99% Convertible Perpetual Preferred Stock (liquidation preference $1,000 per share), par value $0.01 per share, and the shares of our common stock, par value $3.00 per share, issuable upon the conversion of the preferred stock. These shares are being offered to the public market by those individuals named in the section of this prospectus entitled Selling Stockholders, as described under the section of this prospectus entitled Plan of Distribution. We originally issued the preferred stock in a private placement on April 15, 2005. The selling stockholders will receive the proceeds from the sale of the preferred stock and common stock, but we will bear the costs relating to the registration of the preferred stock and common stock. For a more detailed description of the preferred stock, see Description of the Preferred Stock beginning on page 144.

Our common stock trades on the New York Stock Exchange under the symbol EP. On October 19, 2005, the closing sale price of our common stock was $12.08 per share.

The shares of preferred stock issued in the initial private placement are eligible for trading in the Portal^{SM} Market of the Nasdaq Stock Market, Inc. Shares of preferred stock sold using this prospectus, however, will no longer be eligible for trading in the Portal^{SM} Market of the Nasdaq Stock Market, Inc. We do not intend to list the preferred stock on any national securities exchange or automated quotation system.

Investing in the preferred stock or common stock involves risks. See Risk Factors beginning on page 8.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed on the accuracy or adequacy of this prospectus or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is , 2005.

You should rely only on the information contained in this prospectus or to which we have referred you. We have not authorized anyone to provide you with different information. This prospectus may only be used where it is legal to sell these securities. We are not making an offer of these securities in any state where such an offer is not permitted. The information in this prospectus may only be accurate on the date of this prospectus. You should not assume that the information contained in this prospectus is accurate as of any other date.

TABLE OF CONTENTS

INDUSTRY AND MARKET DATA

We have obtained some industry and market share data from third party sources that we believe to be reliable. In many cases, however, we have made statements in this prospectus regarding our industry and our position in the industry based on our experience in the industry and our own investigation of market conditions. We cannot assure you that any of these assumptions are accurate or that our assumptions correctly reflect our position in the industry.

Table of Contents

Below is a list of terms that are common to our industry and used throughout this document:

/d	= per day
Bbl	= barrels
BBtu	= billion British thermal units
BBtue	= billion British thermal unit equivalents
Bcf	= billion cubic feet
Bcfe	= billion cubic feet of natural gas equivalents
MBbls	= thousand barrels
Mcf	= thousand cubic feet
MDth	= thousand dekatherms
Mcfe	= thousand cubic feet of natural gas equivalents
Mgal	= thousand gallons
MMBbls	= million barrels
MMBtu	= million British thermal units
MMcf	= million cubic feet
MMcfe	= million cubic feet of natural gas equivalents
MMWh	= thousand megawatt hours
MTons	= thousand tons
MW	= megawatt
NGL	= natural gas liquids
TBtu	= trillion British thermal units
Tcfe	= trillion cubic feet of natural gas equivalents

When we refer to natural gas and oil in equivalents, we are doing so to compare quantities of oil with quantities of natural gas or to express these different commodities in a common unit. In calculating equivalents, we use a generally recognized standard in which one Bbl of oil is equal to six Mcf of natural gas. Also, when we refer to cubic feet measurements, all measurements are at a pressure of 14.73 pounds per square inch.

NON-GAAP FINANCIAL MEASURES

Our management uses EBIT to assess the operating results and effectiveness of our business segments. EBIT and the related ratios presented in this prospectus are supplemental measures of our performance that are not required by, or recognized as being in accordance with, GAAP. EBIT should not be considered as an alternative to net income, operating income or any other performance measures derived in accordance with GAAP or as an alternative to cash flow from operating activities as a measure of our operating liquidity. For a reconciliation of our EBIT (by segment) to our consolidated net income (loss) for the quarters and six months ended June 30, 2005 and 2004, and for each of the three years ended December 31, 2004, see Management s Discussion and Analysis of Financial Condition and Results of Operations Results of Operations.

We define EBIT as net income (loss) adjusted for (1) items that do not impact our income (loss) from continuing operations, such as extraordinary items, discontinued operations and the impact of accounting changes, (2) income taxes, (3) interest and debt expense and (4) distributions on preferred interests of consolidated subsidiaries. Our businesses consist of consolidated operations as well as investments in unconsolidated affiliates. We exclude interest and debt expense and distributions on preferred interests of consolidated subsidiaries from this measure so that investors may evaluate our operating results independently from our financing methods or capital structure. We believe that EBIT is helpful to our investors because it allows them to more effectively evaluate the operating performance of our consolidated businesses and our unconsolidated investments using the same performance measure analyzed internally by our management. EBIT may not be comparable to measurements used by other companies. Additionally, EBIT should be considered in conjunction with net income and other performance measures such as operating income or operating cash flow.

Table of Contents

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy reports, statements or other information we file at the SEC s public reference room at 100 F Street, N.E., Washington, D.C., 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of public reference room. Our SEC filings are also available to the public through the web site maintained by the SEC at *http://www.sec.gov.*

This prospectus is part of a registration statement on Form S-1 that we have filed with the SEC. As allowed by SEC rules, this prospectus does not contain all the information you can find in the registration statement or the exhibits filed with the registration statement. Whenever a reference is made in this prospectus to an agreement or other document of El Paso, be aware that such reference is not necessarily complete and that you should refer to the exhibits that are filed with the registration statement for a copy of the agreement or other document. You may review a copy of the registration statement at the SEC s public reference room in Washington, D.C., as well as through the SEC s website as described above. You may also obtain any of the documents referenced in this prospectus from us free of charge, excluding any exhibits to those documents unless the exhibit is specifically incorporated by reference as an exhibit in this prospectus, by requesting them in writing or by telephone from us at the following address:

El Paso Corporation
Office of Investor Relations
El Paso Building
1001 Louisiana Street
Houston, Texas 77002
Telephone No.: (713) 420-2600

You should read this prospectus and any prospectus supplement together with the registration statement and the exhibits filed with the registration statement. The information contained in this prospectus speaks only as of its date unless the context specifically indicates otherwise.

We have not authorized any person to give any information or to make any representation that differs from, or add to, the information discussed in this prospectus. Therefore, if anyone gives you different or additional information, you should not rely on it.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This prospectus includes statements that constitute forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. These statements are subject to risks and uncertainties. Forward-looking statements include information concerning possible or assumed future results of operations of us and our affiliates. These statements may relate to, but are not limited to, information or assumptions about earnings per share, capital and other expenditures, dividends, financing plans, capital structure, cash flow, liquidity, pending legal and regulatory proceedings and claims, including environmental matters, future economic performance, operating income, cost savings, management s plans, goals and objectives for future operations and growth. These forward-looking statements generally are accompanied by words such as intend, anticipate, believe, estimate, exp should or similar expressions. It should be understood that these forward-looking statements are necessarily estimates reflecting the best judgment of our senior management, not guarantees of future performance. They are subject to a number of assumptions, risks and uncertainties that could cause actual results to differ materially from those expressed or implied in the forward-looking statements.

Undue reliance should not be placed on forward-looking statements, which speak only as of the date of this prospectus.

For a description of risks relating to us and our business, see Risk Factors beginning on page 8 of this prospectus.

All subsequent written and oral forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section and any other cautionary statements that may accompany such forward-looking statements. We do not undertake any obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date of this document or to reflect the occurrence of unanticipated events, unless the securities laws require us to do so.

Table of Contents

SUMMARY

This summary highlights some basic information from this prospectus to help you understand our business, the preferred stock and the common stock issuable upon conversion thereof. It does not contain all of the information that is important to you. You should carefully read this prospectus to understand fully the terms of the preferred stock and the common stock subject to issuance upon conversion thereof, as well as the tax and other considerations that are important to you in making your investment decision. You should pay special attention to the Risk Factors beginning on page 8 of this prospectus and the section entitled Cautionary Statement Regarding Forward-Looking Statements on page iii of this prospectus to determine whether an investment in the preferred stock is appropriate for you. For purposes of this prospectus, except where we are describing the terms of the preferred stock and the common stock subject to issuance upon conversion thereof, and unless the context otherwise indicates, when we refer to El Paso, us, we, our, ours, or issuer, we are describing El Paso Corporation, together with its subsidiaries. Unless the context otherwise indicates, all references to the preferred stock are to the 4.99% Convertible Perpetual Preferred Stock described in this prospectus. With respect to any description of the terms of the preferred stock or the common stock subject to issuance upon conversion thereof, such references refer only to El Paso Corporation, and not to its subsidiaries.

Our Business

We are an energy company originally founded in 1928 in El Paso, Texas. Our business purpose is to provide natural gas and related energy products in a safe, efficient and dependable manner. We own North America s largest natural gas pipeline system and are a large independent natural gas producer. We also own and operate an energy marketing and trading business, a power business, midstream assets and investments, and have an investment in a small telecommunications business. Our power business primarily consists of international assets.

Since the end of 2001, our business activities have largely been focused on maintaining our core businesses of pipelines and production, while attempting to liquidate or otherwise divest of those businesses and operations that were not core to our long-term objectives, or that were not performing consistently with the expectations we had for them at the time we made the investment. Our overall objective during this period has been to reduce debt and improve liquidity, while at the same time investing in our core business activities. Our actions during this period have significantly impacted our financial condition, with the sale of almost $10 billion of operating assets. These actions have also produced significant financial losses through asset impairments, realized losses on asset sales and diminishment of income producing potential on businesses sold.

In late 2003 and early 2004, we appointed a new chief executive officer and several new members of the executive management team. Following a period of assessment, we announced that our long-term business strategy would principally focus on our core pipeline and production businesses. Our businesses are owned through a complex legal structure of companies that reflect the acquisitions and growth in our business from 1996 to 2001. As part of our long range strategy, we are actively working to reduce the complexity of our corporate structure. See our ownership structure chart on page 99.

We believe that 2004 was a watershed year for us. We were able to meet and exceed a number of the goals established under our 2003 Long Range Plan. As part of our efforts in 2004:

- We focused capital investment on our core pipeline and production businesses, where in 2002, 2003 and 2004, we spent 87 percent, 91 percent, and 97 percent of our total capital dollars;

- We completed the sale of a number of assets and investments including international production properties, a substantial portion of our general and limited partnership interests in GulfTerra Energy Partners, L.P., a publicly traded limited partnership, a significant portion of our worldwide petroleum markets operations, a significant portion of our domestic power generation operations and our merchant LNG business. Total proceeds from these sales were approximately $3.3 billion;

- We reduced our net debt (debt, net of cash) by $3.4 billion in 2004, lowering our net debt to $17.1 billion (debt of $19.2 billion, less cash and cash equivalents of $2.1 billion) as of December 31, 2004; and

1

We continued our cost-reduction efforts with a goal of achieving $150 million of savings by the end of 2006.

In 2004 we focused on expanding our pipeline operations and beginning the turnaround of our production business. During the year, we completed major expansions in our pipeline operations, including our Cheyenne Plains project, to provide transmission outlets for natural gas supply in the Rocky Mountains, and we are moving forward on our Cypress projects to fulfill demand for natural gas in the southeastern United States, primarily Florida. Additionally, we continue to work in recontracting capacity on our systems and have been successful to date in these efforts. In our production operations, we instituted a new, more rigorous, risk analysis process which emphasizes strict capital discipline. Over the second half of 2004, this process resulted in a shifting of capital to areas with higher returns and improved drilling results and helped us to begin the stabilization of our domestic production. In addition, we have recently made several strategic acquisitions of production properties in Texas and acquired the interests held by one of the third parties under net profits interest agreements.

In 2005, we are working to achieve our long-range goals by:

- Simplifying our capital structure;
- Continuing to focus on expansions in our core pipeline business and completing the turnaround of our production business;
- Selling additional assets that we expect will generate proceeds from $1.8 billion to $2.2 billion;
- Reducing outstanding debt (net of cash) to $15 billion by the end of 2005; and
- Continuing to reduce costs to achieve the cost savings outlined in our Long Range Plan.

For a further description of our business, see the information set forth under the caption Business that begins on page 99 of this prospectus.

Recent Developments

Impact of Hurricane Katrina and Hurricane Rita

During the third quarter of 2005, our pipeline and production operations were impacted by Hurricanes Katrina and Rita.

Pipeline Operations

As a result of the damage caused by Hurricane Katrina, approximately 3 billion cubic feet per day (Bcf) was initially shut-in on our three natural gas pipeline systems in the Gulf of Mexico: Tennessee Gas Pipeline (TGP), Southern Natural Gas (SNG) and American Natural Resources (ANR).

Prior to Hurricane Rita, our pipelines had approximately 1.2 Bcf of natural gas supply shut-in. Hurricane Rita resulted in an incremental reduction in supply of approximately 1.2 Bcf on the TGP system, about 400 MMcf on the SNG system, and 1.3 Bcf on the ANR system.

The timing of our shut-in volumes becoming available is difficult to predict given the uncertainty of potential repairs needed on TGP, the ongoing evaluation of producers platforms upstream of our pipelines, and potential processing constraints if third-party processing facilities are not available.

Production Operations

Our Gulf of Mexico net production currently totals approximately 64 million cubic feet equivalent per day (MMcfe/d) and is expected to continue to increase during the remainder of 2005. Our net production from the Gulf of Mexico totaled 205 MMcfe/d prior to Hurricane Katrina and 170 MMcfe/d prior to Hurricane Rita. We expect that Gulf of Mexico production levels will be at approximately 90 MMcfe/d by November 1, 2005 and will approach 115 MMcfe/d to 120 MMcfe/d by December 1, 2005. The majority of the remaining Gulf of Mexico production is expected to come back online during the first quarter of 2006. Approximately 40 MMcfe/d of production that is currently shut-in is operated by companies other than us.

Table of Contents

In addition to the production impacts discussed above, the initial production from our two recent discoveries, West Cameron blocks 75 and 62, may be delayed into early 2006 due to storm damage affecting a third-party pipeline and processing facilities.

In the onshore Texas Gulf Coast and Arklatex areas, damage from Hurricane Rita to third-party processing facilities initially impacted production levels by approximately 60 MMcfe/d. Repairs to these facilities have been completed, and the shut-in production is back on stream.

We continue to evaluate the impact of these hurricanes on our operations and financial position.

Asset Sales

On August 8, 2005, we announced that we had agreed to sell certain south Louisiana midstream entities to Crosstex Energy, L.P. for $500 million. The transaction is subject to regulatory approval, other closing conditions, and post-closing adjustments. We expect to report a pre-tax gain of approximately $400 million on this sale, which is expected to close in the fourth quarter of 2005.

On September 19, 2005, we announced that we had agreed to sell our Javelina midstream interests to MarkWest Energy Partners, L.P. for approximately $142 million. The sale includes our 40-percent interest in the Javelina complex, which consists of a natural gas processing and fractionation facility and associated natural gas pipelines located in Corpus Christi, Texas. The transaction is subject to regulatory approval, other closing conditions, and post-closing adjustments. We expect to report a pre-tax gain of approximately $100 million on this sale, which is expected to close in the fourth quarter of 2005.

Medicine Bow Acquisition

On August 31, 2005, our wholly owned subsidiary, El Paso Production Holding Company, completed the acquisition of Denver-based Medicine Bow Energy Corporation for $851 million of total cash consideration, including $20 million to repay indebtedness of Medicine Bow. Medicine Bow was a privately held company with an estimated 356 billion cubic feet equivalent (Bcfe) of proved reserves, mostly in the Rockies and East Texas, which are areas where El Paso Production conducts operations. At the time of the acquisition, Medicine Bow owned directly an estimated 130 Bcfe of proved reserves and 27 million cubic feet per day equivalent (MMcfe) of production. Medicine Bow also owned a 43.1 percent interest in Four Star Oil & Gas Company, through which Medicine Bow owned approximately 226 Bcfe of proved reserves and approximately 68 MMcfe production, net to its interest. The Four Star reserves and volumes will not be consolidated into our or El Paso Production s financial reports but will be reported as an equity interest. The transaction was effective as of July 1, 2005.

El Paso Production financed $500 million of the acquisition costs through a five-year credit facility that is secured by El Paso Production s reserve base and paid the balance with existing cash on hand.

The Offering and this Prospectus

Preferred stock offered by the Selling Holders	Up to 750,000 shares of 4.99% Convertible Perpetual Preferred Stock, par value $0.01 per share.
Common stock offered by the Selling Holders	Up to 57,581,550 shares, based upon an initial conversion price of $13.03 per share of common stock. The conversion price is subject to adjustment as described in Description of the Preferred Stock Adjustments to the Conversion Rate.
Liquidation preference	$1,000 per share of preferred stock.
Dividends	Holders of preferred stock are entitled to receive, when, as and if declared by our board of directors, out of funds legally available therefor, cash dividends at the rate of 4.99% per annum of the liquidation preference, payable quarterly in arrears on January 1, April 1, July 1 and October 1 of each year commencing July 1, 2005. Dividends on the preferred stock will accumulate from the

most recent date as to which dividends will have been paid or, if no dividends have been paid, from the date of initial issuance. Accumulated but unpaid dividends accumulate at the annual rate of 4.99%.

For so long as the preferred stock remains outstanding, (1) we will not declare, pay or set apart funds for the payment of any dividend or other distribution with respect to any junior stock or parity stock and (2) neither we nor any of our subsidiaries will, subject to certain exceptions, redeem, purchase or otherwise acquire for consideration junior stock or parity stock through a sinking fund or otherwise, in each case unless we have paid or set apart funds for the payment of all accumulated and unpaid dividends, including liquidated damages, if any, with respect to the shares of preferred stock and any parity stock for all preceding dividend periods. See Description of the Preferred Stock Dividends.

Use of proceeds

All of the shares of preferred stock and common stock offered hereby are being sold by the selling stockholders. We will not receive any proceeds from the sale of preferred stock and common stock in this offering. See Use of Proceeds.

Conversion

The preferred stock is convertible, at the option of the holder, at any time into shares of our common stock at a conversion rate of 76.7754 shares of our common stock per $1,000 liquidation preference of preferred stock, which represents an initial conversion price of approximately $13.03 per share of common stock. The conversion rate may be adjusted for certain reasons as described under the caption Description of the Preferred Stock Adjustments to the Conversion Rate, but will not be adjusted for accumulated and unpaid dividends or for liquidated damages, if any. Upon conversion, holders will not receive any cash payment representing accumulated and unpaid dividends, if any. In addition, if a holder elects to convert its shares of preferred stock in connection with the occurrence, prior to April 5, 2015, of a fundamental change, the holder will be entitled to receive additional shares of common stock upon conversion or, in lieu thereof, we may under certain circumstances elect to adjust the conversion rate and the related conversion obligation such that the preferred stock will be convertible into shares of the acquiring or surviving company, in each case as described under Description of the Preferred Stock Make Whole Payment Upon the Occurrence of a Fundamental Change.

If we declare a distribution consisting exclusively of cash to holders of our common stock (excluding (1) dividends or distributions in connection with our liquidation, dissolution or winding up and (2) any quarterly cash dividend on our shares of common stock to the extent that the aggregate cash dividend per share amount of our common stock in any quarter does not exceed $0.04, which amount we refer to as the dividend threshold amount), the

Table of Contents

conversion rate will be adjusted by multiplying the applicable conversion rate by the following fraction:

$$\frac{\text{Market Price of Common Stock} \; \textit{minus} \; \text{Dividend Threshold Amount}}{\text{Market Price of Common Stock} \; \textit{minus} \; \text{Per Share Distribution Amount}}$$

If an adjustment is required to be made as a result of a distribution that is not a quarterly dividend, the dividend threshold amount will be deemed to be zero.

See Description of the Preferred Stock Adjustments to the Conversion Rate for additional discussion of adjustments that may be made to the conversion rate.

Mandatory conversion	On or after April 5, 2010, we may, at our option, cause the preferred stock to be automatically converted into that number of shares of common stock that are issuable at the then prevailing conversion rate. We may exercise our conversion right only if, for 20 trading days within any period of 30 consecutive trading days (including the last trading day of such period), the closing price of our common stock exceeds 130% of the then prevailing conversion price of the preferred stock.
Limited optional redemption	On or after April 5, 2010, we will have the option to redeem all outstanding shares of preferred stock if (1) the total number of preferred shares then outstanding is less than 10% of the total number of such shares issued in this offering and (2) the closing price of our common stock for 20 trading days within a period of 30 consecutive trading days ending on the trading day before we give notice of redemption equals or exceeds the conversion price in effect on such day. We will pay the redemption price in cash.
Fundamental change	If a fundamental change (as described under Description of the Preferred Stock Conversion Rights Fundamental Change Requires Us to Redeem Shares of Preferred Stock at the Option of the Holder) occurs prior to April 1, 2015, each holder of shares of preferred stock will, subject to legally available funds, have the right to require us to redeem any or all of its shares at a redemption price equal to 100% of the liquidation preference, plus an amount equal to any accumulated and unpaid dividends, including liquidated damages, if any, to, but excluding, the date of redemption. We will pay the redemption price in cash. Holders will have no other right to require us to redeem the preferred stock at any time. Our ability to redeem all or a portion of the preferred stock for cash is subject to our obligation to repay or repurchase any outstanding debt that may be required to be repaid or repurchased in connection with a fundamental change and to any contractual restrictions contained in the terms of any indebtedness that we have at that time. If a fundamental change occurs at a time when we are prohibited from redeeming shares of preferred stock for cash, we could seek the consent of our lenders to redeem the preferred stock or attempt to refinance the debt containing such prohibition.

In addition, holders of shares of preferred stock shall not have the right to require us to repurchase shares of preferred stock upon a fundamental change unless and until our board of directors has approved such fundamental change or elected to take a neutral position with respect to such fundamental change.

Voting rights	Holders of preferred stock will not have any voting rights except as set forth below or as otherwise from time to time required by law. Whenever (1) dividends on the preferred stock or any other class or series of stock ranking on a parity with the preferred stock with respect to the payment of dividends are in arrears for dividend periods, whether or not consecutive, containing in the aggregate a number of days equivalent to six calendar quarters, or (2) we fail to pay the redemption price on the date shares of preferred stock are called for redemption (whether the redemption is pursuant to the optional redemption provisions or the redemption is in connection with a fundamental change) then, immediately prior to the next annual meeting of shareholders, the total number of directors constituting the entire board will automatically be increased by two and, in each case, the holders of preferred stock (voting separately as a class with all other series of preferred stock upon which like voting rights have been conferred and are exercisable) will be entitled to vote for the election of such directors at the next annual meeting of stockholders and at each subsequent meeting until all dividends accumulated or the redemption price on the preferred stock have been fully paid or set apart for payment. Directors elected by the holders of the preferred stock shall not be divided into classes of the board of directors and the term of office of all directors elected by the holders of preferred stock will terminate immediately upon the termination of the right of the holders of preferred stock to vote for directors and upon such termination the total number of directors constituting the entire board will automatically be reduced by two. Holders of shares of preferred stock will have one vote for each share of preferred stock held.
Ranking	The preferred stock will be, with respect to dividend rights and rights upon liquidation, winding up or dissolution: junior to all our existing and future debt obligations; junior to every other class or series of our capital stock other than (1) our common stock and any other class or series of our capital stock the terms of which provide that such class or series will rank junior to the preferred stock and (2) any other class or series of our capital stock the terms of which provide that such class or series will rank on a parity with the preferred stock; on a parity with any class or series of our capital stock the terms of which provide that such class or series will rank on a parity with the preferred stock; senior to our common stock and any other class or series of our capital stock the terms of which provide that such class or series will rank junior to the preferred stock; and effectively junior to all of our subsidiaries (1) existing and future liabilities and (2) capital stock held by others.
Trading	The shares of preferred stock issued in the initial private placement are eligible for trading in the Portal^{SM} Market of the Nasdaq Stock Market, Inc. Shares of preferred stock sold using this prospectus, however, will no longer be eligible for trading in the Portal^{SM} Market of the Nasdaq Stock Market, Inc. We do not intend to list the preferred stock on any national securities exchange or automated quotation system.

6

Table of Contents

NYSE symbol for our common stock	Our common stock is traded on the New York Stock Exchange under the symbol EP.

For further information regarding the preferred stock, including, among other things, more complete descriptions of our dividend obligations, the conversion of the preferred stock, and the anti-dilution adjustments and voting rights applicable to the preferred stock, please see Description of the Preferred Stock.

Ratio of Earnings to Fixed Charges

	For The Years Ended December 31,					For The Six Months Ended June 30,	
	2000	**2001**	**2002**	**2003**	**2004**	**2004**	**2005**
Ratio of earnings to fixed charges[(1)]	1.31x						

(1) Earnings were inadequate to cover fixed charges by $393 million, $1,440 million, $1,121 million and $1,065 million for the years ended December 31, 2001, 2002, 2003 and 2004, respectively, and $77 million and $231 million for the six months ended June 30, 2004 and 2005.

For purposes of computing these ratios, earnings means pre-tax income (loss) from continuing operations before:

- minority interests in consolidated subsidiaries;
- income or loss from equity investees, adjusted to reflect actual distributions from equity investments; and
- fixed charges;

less:

- capitalized interest; and
- preferred returns on consolidated subsidiaries.

Fixed charges means the sum of the following:

- interest costs, not including interest on rate refunds;
- amortization of debt costs;
- that portion of the rental expense which we believe represents an interest factor;
- preferred stock dividends; and
- preferred returns on consolidated subsidiaries.

Risk Factors

An investment in the preferred stock and the common stock subject to issuance upon conversion thereof involves certain risks that a potential investor should carefully evaluate prior to making an investment in the preferred stock. See Risk Factors beginning on page 8.

Table of Contents

RISK FACTORS

Before you invest in our preferred stock and common stock, you should consider the risks, uncertainties and factors that may adversely affect us that are discussed below.

Risks Relating to the Preferred Stock

The preferred stock ranks junior to all of our liabilities.

In the event of our bankruptcy, liquidation or winding-up, our assets will be available to pay obligations on the preferred stock, including the purchase of your shares of the preferred stock for cash upon a fundamental change, only after all of our indebtedness and other liabilities have been paid. In addition, we are a holding company and the preferred stock will effectively rank junior to all existing and future liabilities of our subsidiaries and any capital stock of our subsidiaries held by others. The rights of holders of the preferred stock to participate in the distribution of assets of our subsidiaries will rank junior to the prior claims of that subsidiary s creditors and any other equity holders. Consequently, if we are forced to liquidate our assets to pay our creditors, we may not have sufficient assets remaining to pay amounts due on any or all of the preferred stock then outstanding. We and our subsidiaries may incur substantial amounts of additional debt and other obligations that will rank senior to the preferred stock.

We may not be able to pay cash dividends on the preferred stock.

We are required to pay all declared dividends on the preferred stock in cash. Our existing revolving credit facilities and indentures limit, and any indentures and other financing agreements that we enter into in the future will likely limit, our ability to pay cash dividends on our capital stock. Specifically, under our existing revolving credit agreement, we may pay cash dividends and make other distributions on or in respect of our capital stock, including the preferred stock, only if certain financial tests are met. In addition, the indentures or other credit facilities of certain of our subsidiaries include limitations on the ability of such subsidiaries to pay dividends or make other distributions to us. For a description of the restrictive covenants included in our existing revolving credit agreement and references to restrictive covenants to which we or our subsidiaries are subject, see Notes to our Consolidated Financial Statements, Note 15 on page F-81. In the event that any of our revolving credit facilities, indentures or other financing agreements in the future restrict our ability to pay cash dividends on the preferred stock, we will be unable to pay cash dividends on the preferred stock unless we can refinance amounts outstanding under those agreements. Furthermore, in the event the credit facilities, indentures or other financing agreements of our subsidiaries limit the ability of such subsidiaries to pay dividends or make distributions to us, our ability to pay dividends on the preferred stock could be adversely affected.

Under Delaware law, cash dividends on capital stock may only be paid from surplus or, if there is not surplus, from the corporation s net profits for the then current or the preceding fiscal year. Unless we continue to operate profitably, our ability to pay cash dividends on the preferred stock would require the availability of adequate surplus, which is defined as the excess, if any, of our net assets (total assets less total liabilities) over our capital. Further, even if adequate surplus is available to pay cash dividends on the preferred stock, we may not have sufficient cash to pay dividends on the preferred stock.

There is no public market for the preferred stock.

The preferred stock is eligible for trading in PORTAL. Shares of preferred stock sold using this prospectus will no longer be eligible for trading in PORTAL, and will not be listed for trading on any national securities exchange or on the National Association of Securities Dealers Automated Quotation System (Nasdaq). In addition, we cannot assure when or how many shares of preferred stock may be sold pursuant to this prospectus, which will be a factor affecting the depth and liquidity of the market, if any, for shares of our preferred stock. Accordingly, there may not be development of, or significant liquidity in, any market for shares of preferred stock sold using this prospectus. If a market for the preferred stock were to develop, the preferred stock could trade at prices that may be higher or lower than the price paid to any of the selling stockholders for shares sold pursuant to this prospectus depending upon many factors, including the price of our common stock into which the preferred stock may be converted, prevailing interest rates, our operating results and the markets for similar securities.

We may not be able to pay the redemption price of the preferred stock in cash upon a fundamental change. We also could be prevented from paying dividends on shares of the preferred stock.

In the event of a fundamental change you will have the right to require us to purchase with cash all your shares of preferred stock. However, we may not have sufficient cash to purchase your shares of preferred stock upon a fundamental change or may be otherwise unable to pay the purchase price in cash.

In addition, holders of shares of preferred stock will not have the right to require us to repurchase shares of preferred stock upon a fundamental change unless our board of directors has approved such fundamental change or elected to take a neutral position with respect to such fundamental change.

Further, because we are a holding company, our ability to purchase the preferred stock for cash may be limited by restrictions on our ability to obtain funds for such repurchase through dividends from our subsidiaries.

If you convert your shares of preferred stock into shares of common stock, you may experience immediate dilution.

If you convert your shares of preferred stock into shares of common stock, you may experience immediate dilution because the per share conversion price of the preferred stock is higher than the then net tangible book value per share of our outstanding common stock. In addition, you will also experience dilution when and if we issue additional shares of common stock, which we may be required to issue pursuant to options, warrants, our stock option plan or other employee or director compensation plans.

The price of our common stock, and therefore of the preferred stock, may fluctuate significantly, which may make it difficult for you to resell the preferred stock, or common stock issuable upon conversion thereof, when you want or at prices you find attractive.

The price of our common stock on the New York Stock Exchange constantly changes. We expect that the market price of our common stock will continue to fluctuate. Because the preferred stock is convertible into shares of our common stock, volatility or depressed prices for our common stock could have a similar effect on the trading price of the preferred stock. Holders who have received common stock upon conversion will also be subject to the risk of volatility and depressed prices.

Our stock price can fluctuate as a result of a variety of factors, many of which are beyond our control. In addition, the stock market in general has experienced extreme volatility that has often been unrelated to the operating performance of a particular company. These broad market fluctuations may adversely affect the market price of our common stock.

The additional shares of our common stock payable on our preferred stock in connection with a fundamental change may not adequately compensate you for the lost option time value of your shares of our preferred stock as a result of such fundamental change.

If a fundamental change occurs, we will, in certain circumstances, increase the conversion rate of our preferred stock by a number of additional shares of common stock. The number of additional shares of our common stock will be determined based on the date on which the fundamental change becomes effective, and the price paid per share of common stock in the fundamental change transaction as described under Description of the Preferred Stock Conversion Rights Make Whole Payment Upon the Occurrence of a Fundamental Change. While the increase in the conversion rate upon conversion is designed to compensate you for the lost option time value of your shares of preferred stock as a result of the fundamental change, the increase is only an approximation of this lost value and may not adequately compensate you for your loss. If the price paid per share of common stock in the fundamental change transaction is less than the price per share of the common stock at the date of issuance of our preferred stock or above a specified price, there will be no increase in the conversion rate. In addition, in certain circumstances, upon a fundamental change arising from our acquisition by a public company, we may elect to adjust the conversion rate as described under Description of the Preferred Stock Conversion Rights Make Whole Payment Upon the Occurrence of a Fundamental Change and, if we so elect, holders of shares of our preferred stock will not be entitled to the increase in the conversion rate described above.

We may issue additional series of preferred stock that rank equally to the preferred stock as to dividend payments and liquidation preference.

Our amended and restated certificate of incorporation and the certificate of designation for the preferred stock do not prohibit us from issuing additional series of preferred stock that would rank equally to the preferred stock as to dividend payments and liquidation preference. Including the 750,000 shares of the preferred stock issued for sale pursuant to this prospectus our amended and restated certificate of incorporation provides that we have the authority to issue 50,000,000 shares of preferred stock. The issuances of other series of preferred stock could have the effect of reducing the amounts available to the preferred stock in the event of our liquidation. It may also reduce dividend payments on the preferred stock if we do not have sufficient funds to pay dividends on all preferred stock outstanding and outstanding parity preferred stock.

Future issuances of preferred stock may adversely affect the market price for our common stock.

Additional issuances and sales of preferred stock, or the perception that such issuances and sales could occur, may cause prevailing market prices for our common stock to decline and may adversely affect our ability to raise additional capital in the financial markets at a time and price favorable to us.

We may not have sufficient earnings and profits in order for distributions on the preferred stock to be treated as dividends.

The dividends payable by us on the preferred stock may exceed our current and accumulated earnings and profits, as calculated for U.S. federal income tax purposes, at the time of payment. If that occurs, it will result in the amount of the dividends that exceed such earnings and profits being treated first as a return of capital to the extent of the holder s adjusted tax basis in the preferred stock, and the excess, if any, over such adjusted tax basis as capital gain. Such treatment will generally be unfavorable for corporate holders and may also be unfavorable to certain other holders. See Certain United States Federal Income Tax Considerations U.S. Holders.

Our corporate documents and Delaware law contain provisions that could discourage, delay or prevent a change in control of our company even if some stockholders might consider such a development favorable, which may adversely affect the price of our common stock.

Provisions in our amended and restated certificate of incorporation and amended and restated by-laws may discourage, delay or prevent a merger or acquisition involving us that our stockholders may consider favorable. For example, our amended and restated certificate of incorporation authorizes our board of directors to issue shares of preferred stock to which special rights are attached, including voting and dividend rights.

We are also subject to the anti-takeover provisions of Section 203 of the Delaware General Corporation Law. Under these provisions, if anyone becomes an interested stockholder, we may not enter into a business combination with that person for three years without special approval, which could discourage a third party from making a takeover offer and could delay or prevent a change of control. For purposes of Section 203, interested stockholder means, generally, someone owning 15% or more of our outstanding voting stock or an affiliate of ours that owned 15% or more of our outstanding voting stock during the past three years, subject to certain exceptions as described in Section 203.

Upon a change in control as defined in our existing credit facilities, the lenders under such existing credit facilities will have the right to require us to repay all of our outstanding obligations under the facility. In addition, the holders of certain series of indebtedness of certain of our subsidiaries will have the right upon the occurrence of a change of control as defined in such indebtedness or the indenture relating thereto, subject to

Table of Contents

certain conditions, to require us to repurchase their notes at a price equal to 100% or 101% of their principal amount, plus accrued and unpaid interest to the date of repurchase. Because a change of control as defined in our existing credit facilities and as defined in our subsidiaries indentures provides for repurchase rights under terms that are different from the definition of a fundamental change under the preferred stock offered hereby, holders of our other indebtedness may have the ability to require us to repay or repurchase those debt obligations before the holders of the preferred stock would have such repurchase rights.

Risks Related to Our Business

Our operations are subject to operational hazards and uninsured risks.

Our operations are subject to the inherent risks normally associated with those operations, including pipeline ruptures, explosions, pollution, release of toxic substances, fires and adverse weather conditions, and other hazards, each of which could result in damage to or destruction of our facilities or damages to persons and property. In addition, our operations face possible risks associated with acts of aggression on our domestic and foreign assets. If any of these events were to occur, we could suffer substantial losses.

While we maintain insurance against many of these risks to the extent and in amounts that we believe are reasonable, our financial condition and operations could be adversely affected if a significant event occurs that is not fully covered by insurance.

The success of our pipeline business depends, in part, on factors beyond our control.

Most of the natural gas and natural gas liquids we transport and store are owned by third parties. As a result, the volume of natural gas and natural gas liquids involved in these activities depends on the actions of those third parties, and is beyond our control. Further, the following factors, most of which are beyond our control, may unfavorably impact our ability to maintain or increase current throughput,